

# **Exhibit A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

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In re:	: Chapter 11
	:
Caesars Entertainment Operating Company, Inc., <i>et al.</i> ,	: Case No. 15-01145 (ABG)
	:
Debtors.	: Jointly Administered
	:
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**DECLARATION OF AYANNA LEWIS-GRUSS**

I, Ayanna Lewis-Gruss, declare:

1. I am of counsel to the law firm Orrick, Herrington & Sutcliffe LLP. I am admitted to practice law in the State of New York, and the United States District Courts for the Southern, Eastern and Northern Districts of New York. I am admitted *pro hac vice* in the above-captioned matter, and I am counsel for movant Whitebox Advisors LLC ("Whitebox").
2. I submit this declaration, pursuant to 28 U.S.C. §1746, in support of Whitebox Advisors LLC's Reply to Earl of Sandwich (Atlantic City), LLC's ("Earl's") Objection to Whitebox's Motion for Protective Order, dated January 12, 2018 ("Reply") (Dkt. 7739) and in further support of Whitebox's Motion for a Protective Order ("Motion") (Dkt. 7732).
3. I base this declaration on personal knowledge and my review of documents relevant to the Reply and the Motion.
4. In this case, Whitebox seeks a protective order for approximately 289 pages of documents designated as confidential during the discovery process, including internal communications and certain communications it had with Cowen Special Investments LLC ("Cowen"), and an agreement it entered into with Cowen.

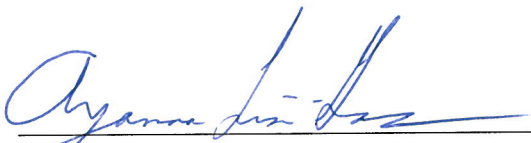
5. Specifically, Whitebox seeks protection for an Assignment and Release Agreement negotiated and executed between Whitebox and Cowen Special Investments pursuant to Rule 408 of the Federal Rules of Evidence, communications exchanged between Whitebox and representatives of Cowen in January 2017 concerning the negotiation of a document related to Whitebox's purchase of the Claim from Cowen, communications between Cowen and Whitebox in March 2017 concerning the Claim, a letter sent by representatives of Whitebox to Cowen in April 2017 concerning the Claim, and a brief series of Bloomberg chat messages exchanged internally at Whitebox or between Whitebox and Cowen in January, February, and April of 2017.

6. Whitebox has not withheld any documents from production on the basis of a claim of confidentiality.

7. By email dated January 5, 2018, Earl's counsel Jeffrey Chubak, Esq. advised me, my colleague Douglas S. Mintz, Esq., Whitebox's co-counsel in this matter Aaron Hammer Esq. and Jack O'Connor, Esq., and counsel for Cowen Special Investments LLC that it would not agree to file a motion seeking approval of the proposed confidentiality agreement and protective order.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 24th day of January, 2018 in New York, New York.

  
Ayanna Lewis-Gruss